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## **Cheung Kong Infrastructure Holdings Limited**

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1038)**

### **CONTINUING CONNECTED TRANSACTIONS ACQUISITION OF CONNECTED DEBT SECURITIES**

Reference is made to the Announcement. The 2012 Master Agreement shall expire on 20th May, 2013. The Company wishes to continue the transactions underlying the 2012 Master Agreement following its expiration.

The Board announces that, after trading hours on 15th May, 2013, the Company had entered into the Master Agreement with HWL pursuant to which the Company or its subsidiaries may, during the Term, acquire the Connected Debt Securities issued or to be issued by the Connected Issuers.

The Connected Issuers are connected persons of the Company by virtue of being either a substantial shareholder of the Company or an associate thereof. The transactions underlying the Master Agreement constitute continuing connected transactions for the Company under Rule 14A.34 of the Listing Rules which are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under the Listing Rules.

Somerley has been appointed as the Independent Financial Adviser to advise the Board on the terms of the Master Agreement.

#### **INTRODUCTION**

As disclosed in the Announcement, the Company and HWL entered into the 2012 Master Agreement on 18th May, 2012 in respect of the acquisition of the Connected Debt Securities. The 2012 Master Agreement shall expire on 20th May, 2013, being the date scheduled for the annual general meeting of the Company for the year 2013. The Company wishes to continue the transactions underlying the 2012 Master Agreement following its expiration by entering into the Master Agreement with HWL.

#### **CONTINUING CONNECTED TRANSACTIONS**

The Board announces that, after trading hours on 15th May, 2013, the Company had entered into the Master Agreement with HWL pursuant to which the Company or its subsidiaries may, during the Term, acquire the Connected Debt Securities issued or to be issued by the Connected Issuers.

## Master Agreement

Set out below is a summary of the Master Agreement:

Parties:                   Company  
                                  HWL

Date:                       15th May, 2013

The parties agree that the Company or its subsidiaries may acquire the Connected Debt Securities issued or to be issued by the Connected Issuers in the secondary markets subject to the entering into of separate contracts in a form and on terms to be agreed between members of the Group and the relevant parties, which would be independent third parties from whom members of the Group would acquire the Connected Debt Securities in the secondary markets from time to time during the Term.

The consideration for the Connected Debt Securities will be on normal commercial terms to be determined with reference to market prices quoted on financial data providers such as Bloomberg, which will be updated from time to time to reflect the ask/bid prices quoted by independent third parties (such as banks, debt securities dealers and institutional investors) having regard to the prevailing credit spread, market liquidity and counter party risk, and, where applicable, accrued coupons, of the Connected Debt Securities, and will be settled in accordance with the terms of the Connected Issuers as may be applicable from time to time. For the other terms of the Connected Debt Securities, they would have been determined by the relevant issuers of the Connected Debt Securities at the time such securities were first issued.

The cap applicable to the transactions contemplated under the Master Agreement and effected during the Term shall be subject to limitations (i) and (ii) as more particularly set out below.

The transactions contemplated under the Master Agreement are subject to the following limitations:

- (i) the aggregate gross purchase price of the Connected Debt Securities of a particular issue held and proposed to be acquired by the Group during the Term shall not exceed 20% of the aggregate value of the subject issue and all outstanding Connected Debt Securities of the same issuer with the same maturity or shorter maturities;
- (ii) the Net Connected Debt Securities Position at any time during the Term shall not exceed: (a) HK\$2.6 billion or (b) 20% of the aggregate Net Liquid Assets of the Group which are accounted for and consolidated in the accounts of the Company as at 31st December, 2012, or if different, 20% of the Company's "unaudited consolidated net liquid assets" as at the last day of the immediately preceding calendar quarter, being the reference date, whichever is the lower. The amount of HK\$2.6 billion represents 20% of (i) the cash position of the Company as at end of March 2013 and (ii) marketable securities held by the Company as at end of March 2013. The lower of HK\$2.6 billion or 20% of the aggregate Net Liquid Assets was determined as the cap for the acquisition of the Connected Debt Securities to avoid undue concentration in a single issue of Connected Debt Securities and to achieve a reasonable degree of diversification, which is in line with the market practice when a portfolio of investments is designed as opined by the Independent Financial Adviser. For information purposes, as at 31st March, 2013, the Net Connected Debt Securities Position was approximately US\$185.9 million (approximately HK\$1,443.0 million);

- (iii) the Connected Debt Securities shall be (a) listed for trading on a recognised exchange, (b) offered to qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act of 1933, as amended, (c) offered to persons outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, or (d) offered pursuant to an issue where the aggregate value of such issue and all other outstanding Connected Debt Securities of the same issuer is no less than US\$500 million (approximately HK\$3,881 million) or its equivalent in other currencies permitted under (vi) below, and in all cases the Connected Debt Securities shall be acquired by the Group only on normal commercial terms arrived at after arm's length negotiations;
- (iv) the Connected Debt Securities shall be of at least investment grade or its equivalent;
- (v) the Connected Debt Securities shall not include zero coupon instruments or instruments with any imbedded option, right to convert into or exchange for any form of equity interest or derivative;
- (vi) the Connected Debt Securities shall be issued in any of the following currencies, HK\$, US\$, Canadian Dollars or such other currency as the Directors who have no material interest in the proposed acquisition of Connected Debt Securities consider in their reasonable opinion as posing a risk acceptable to the Group having regard to the Group's assets and businesses from time to time; and
- (vii) the Connected Debt Securities shall have maturity of not in excess of 15 years.

The duration of the Master Agreement is for a period from 20th May, 2013 until the conclusion of the annual general meeting of the Company to be convened in the year 2014, unless terminated earlier in accordance with the terms of the Master Agreement.

## **REASONS FOR, AND BENEFITS OF, THE CONTINUING CONNECTED TRANSACTIONS**

The Group has consistently applied conservative treasury policies in its cash and financial management. Since the global financial crisis in 2008, the returns available on surplus liquidity have been low. In reviewing the Group's investment and treasury strategy, the possibility of investing in longer dated instruments, particularly corporate bonds of good quality is considered. The Directors consider it prudent and in the interests of the Company and the Shareholders as a whole to continue to have the flexibility of being able to invest in debt securities issued by corporations which may be classified as connected persons of the Company, as among other things, the Directors are more familiar with the business, management and credit standing of such companies than they would normally be for other companies. With a view to maintaining an appropriately balanced portfolio of financial investments and be consistent with its conservative treasury policies in its cash and financial management, certain protections and limitations are proposed in the Master Agreement with a view to setting a sound framework for a liquidity investment policy applicable to Connected Debt Securities which may be acquired during the Term, which should improve the Group's returns while keeping increased risks within prudent limits.

Somerley has been appointed as the Independent Financial Adviser to advise the Board on the terms of the Master Agreement.

The Board (including the Independent Non-executive Directors) and the Independent Financial Adviser consider the terms of the Master Agreement to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

The Connected Issuers are connected persons of the Company by virtue of being either a substantial shareholder of the Company or an associate thereof. The transactions contemplated under the Master Agreement constitute continuing connected transactions for the Company under Rule 14A.34 of the Listing Rules which are subject to the reporting, announcement and annual review requirements but are exempt from the independent shareholders' approval requirements under the Listing Rules.

As none of the Directors has any material interest in the Master Agreement and the transactions contemplated thereunder, no Director was required to abstain from voting on the Board resolutions passed to approve the entering into the Master Agreement with HWL.

## **INFORMATION RELATING TO THE GROUP**

The principal activities of the Group are development, investment and operation of infrastructure businesses in Hong Kong, Mainland China, the United Kingdom, Australia, New Zealand and Canada.

## **INFORMATION RELATING TO THE CONNECTED ISSUERS**

The Connected Issuers operate and invest in six core businesses: ports and related services, property and hotels, retail, infrastructure, energy, and telecommunications.

## **DEFINITIONS**

The following defined terms are used in this announcement:

“Announcement”	the announcement of the Company dated 18th May, 2012 in respect of the 2012 Master Agreement;
“associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“Company”	Cheung Kong Infrastructure Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1038);
“Connected Debt Securities”	such bonds, notes, commercial paper or other similar debt instruments as are or to be issued by any of the Connected Issuers pursuant to the 2012 Master Agreement or the Master Agreement (as appropriate);
“Connected Issuers”	the issuers of the Connected Debt Securities, being HWL or any of its subsidiaries;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;

“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HWL”	Hutchison Whampoa Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 13);
“Independent Financial Adviser”/ “Sommerley”	Sommerley Limited, a corporation licensed to carry out business in type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, the independent financial adviser appointed to advise the Board on the terms of the Master Agreement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Master Agreement”	the master agreement dated 15th May, 2013 and made between the Company and HWL setting out the terms upon which the Company or its subsidiaries may, during the Term, acquire the Connected Debt Securities issued or to be issued by the Connected Issuers;
“Net Connected Debt Securities Position”	on any day during the Term means (i) the aggregate gross purchase price paid in respect of the Connected Debt Securities held by the Group at the commencement of the Term, if any; (ii) the aggregate gross purchase price paid in respect of the Connected Debt Securities acquired by the Group prior to such date during the Term, if any; and (iii) the aggregate gross purchase price in respect of the Connected Debt Securities of a particular issue proposed to be acquired by the Group on such date, less (iv) the aggregate net sale proceeds in respect of Connected Debt Securities sold by the Group prior to such date during the Term and (v) the aggregate principal amount repaid to the Group for any such Connected Debt Securities redeemed prior to such date during the Term. Any amount(s) in foreign currency for the above calculations shall be converted into HK\$ at the exchange rate(s) quoted by Bloomberg as at 5:00 p.m. in Hong Kong on the day immediately preceding such date;

“Net Liquid Assets”	the aggregate value of the cash, deposits and marketable securities (including for the avoidance of doubt any Connected Debt Securities held at the time all valued at their respective fair market values as at such date) held by the Group which is accounted for and consolidated in the accounts of the Company less the aggregate value of any such assets which are subject to pledges or other encumbrances;
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Term”	the period commencing from 20th May, 2013 until the conclusion of the annual general meeting of the Company to be convened in the year 2014;
“US\$”	United States dollars, the lawful currency of United States; and
“2012 Master Agreement”	the master agreement dated 18th May, 2012 and made between the Company and HWL setting out the terms upon which the Company or its subsidiaries may acquire the Connected Debt Securities issued by the Connected Issuers for a period from 23rd May, 2012 until the conclusion of the annual general meeting of the Company to be convened in the year 2013.

Note: The figures in US\$ are converted into HK\$ at the rate of US\$1.00 : HK\$7.762 throughout this announcement for illustration purposes only.

By Order of the Board  
**CHEUNG KONG INFRASTRUCTURE HOLDINGS LIMITED**  
**Eirene Yeung**  
*Company Secretary*

Hong Kong, 15th May, 2013

*As at the date of this announcement, the Executive Directors of the Company are Mr. LI Tzar Kuoi, Victor (Chairman), Mr. KAM Hing Lam (Group Managing Director), Mr. IP Tak Chuen, Edmond (Deputy Chairman), Mr. FOK Kin Ning, Canning (Deputy Chairman), Mr. Andrew John HUNTER (Deputy Managing Director), Mr. CHAN Loi Shun (Chief Financial Officer), Mrs. CHOW WOO Mo Fong, Susan (also Alternate Director to Mr. FOK Kin Ning, Canning and Mr. Frank John SIXT) and Mr. Frank John SIXT; the Non-executive Directors are Mr. CHEONG Ying Chew, Henry (Independent Non-executive Director), Mrs. KWOK Eva Lee (Independent Non-executive Director), Mrs. SNG Sow-mei alias POON Sow Mei (Independent Non-executive Director), Mr. Colin Stevens RUSSEL (Independent Non-executive Director), Mr. LAN Hong Tsung, David (Independent Non-executive Director), Mr. Barrie COOK (Independent Non-executive Director), Mrs. LEE Pui Ling, Angelina, Mr. George Colin MAGNUS and Mr. TSO Kai Sum; and the Alternate Directors are Mr. MAN Ka Keung, Simon (Alternate Director to Mr. IP Tak Chuen, Edmond) and Ms. Eirene YEUNG (Alternate Director to Mr. KAM Hing Lam).*